

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

SAUL HOROWITZ, as Sellers’)	
Representative,)	
)	
Plaintiff,)	
v.)	Civ. No. 17-cv-7742 (JPO)
)	
NATIONAL GAS & ELECTRIC, LLC and)	
SPARK ENERGY, INC.,)	
)	
Defendants.)	

**DECLARATION OF ISRAEL DAHAN IN SUPPORT OF
SUBJECT MATTER JURISDICTION ALLEGATIONS**

Israel Dahan, hereby declare under penalty of perjury that the following is true and correct:

1. I, Israel Dahan, am over eighteen years old and in all respects competent to give this Declaration. I am an attorney-at-law licensed to practice before the United State District Court for the Southern District of New York and a Partner in the law firm of King & Spalding LLP. I serve as counsel of record for Plaintiff Saul Horowitz, as Sellers’ Representative in the above-captioned action.

2. I make this Declaration in response to this Court’s Order to Show Cause (Dkt. No. 7), entered on October 11, 2017, as to why the Complaint filed in the above-captioned action should not be dismissed for lack of subject matter jurisdiction. This Declaration is based on my personal knowledge, the attached documents and the representations made to me by counsel for Defendants, as described below.

3. The Court should not dismiss the Complaint because there is complete diversity jurisdiction between Plaintiff and Defendants under 28 U.S.C. § 1332.

4. Plaintiff Saul Horowitz, as Sellers' Representative, is a domiciliary and citizen of the State of New York. His home address is 21 Rochelle Lane, Spring Valley, New York 10977.

5. Defendant Spark Energy, Inc. ("Spark") is a citizen of the State of Delaware and Texas. Specifically, Spark's public filings with the Securities and Exchange Commission provide that it is incorporated in the State of Delaware and its principal place of business is located at 12140 Wickchester Lane, Suite 100, Houston, Texas 77079.

6. Defendant National Gas & Electric, LLC ("NGE") is a limited liability company organized under the laws of the State of Texas, with its principal place of business located at 12140 Wickchester Lane, Suite 100, Houston, Texas 77079-1211. Exhibit A hereto is a true and correct copy of the Franchise Tax Details available for NGE on the Texas Comptroller of Public Accounts website as of October 23, 2017.

7. On October 20, 2017, I communicated with Troy S. Brown of the law firm of Morgan, Lewis & Bockius LLP, counsel for Defendants, concerning the identity of the member(s) of NGE and the state of citizenship of such member(s). Mr. Brown represented and confirmed that (i) the sole member of NGE is Retailco, LLC ("Retailco"), (ii) the sole member of Retailco is TxEx Energy Investments, LLC ("TxEx") and (iii) the sole member of TxEx is W. Keith Maxwell III, an individual who is a citizen and domiciliary of the State of Texas.

8. Exhibit B hereto is a true and correct copy of the Franchise Tax Details available for Retailco on the Texas Comptroller of Public Accounts website as of October 23, 2017. This document confirms that Retailco is a limited liability company organized under the laws of the State of Texas, with its principal place of business located at 12140 Wickchester Lane, Suite 100, Houston, Texas 77079-1211.

9. Exhibit C hereto is a true and correct copy of the Franchise Tax Details available for TxEx on the Texas Comptroller of Public Accounts website as of October 23, 2017. This document confirms that TxEx is a limited liability company organized under the laws of the State of Texas, with its principal place of business located at 12140 Wickchester Lane, Suite 100, Houston, Texas 77079-1211.

10. In addition, on October 20, 2017, NGE filed with the Court a Rule 7.1 Corporate Disclosure Statement confirming that “it is wholly owned by Retailco LLC.” (Dkt. No. 10.)

11. Accordingly, NGE is a citizen of the State of Texas, and no other state, for purposes of diversity jurisdiction.

This 24th day of October, 2017.

/s/ Israel Dahan
Israel Dahan